



RECEIVED
SURFACE TRANSPORTATION
BOARD

AUG 18 2 30 PM '97

NorRail®, Inc.
Buying, Selling, Leasing
And Management of Railcars

308 12th Avenue South, Buffalo, Minnesota 55313 • Phone: (612) 557-0215 • Fax: (612) 682-2452

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 20823 FILED
AUG 18 '97 2-30PM

August 12, 1997

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of Memorandum of Railcar Lease Agreement dated as of June 16, 1997, a primary document as defined in the Board's Rules for Recordation of Documents.

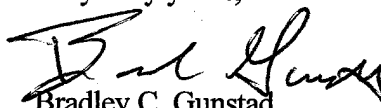
The names and addresses of the parties to the enclosed documents are:

Lessor: NorRail, Inc.
308 - 12th Avenue South
Buffalo, MN 55313
Phone: 612-557-0215

Lessee: Ouachita Railroad Inc.
4416 South Arkaandas Avenue
Russellville, AR 72801
Phone: 501-968-6455

The Memorandum of Railcar Lease Agreement covers 64 - 50' 70 Ton Boxcars which are identified in Exhibit A to the Memorandum of Railcar Lease Agreement. Enclosed is our check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-557-0215.

Very truly yours,


Bradley C. Gunstad
General Counsel

Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT JUNE 18 '97 2-30PM

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of June 16, 1997 by and between NorRail, Inc. ("Lessor") and Ouachita Railroad Inc. ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Per Diem Rent Agreement dated June 16, 1997 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 1 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the 64 50' 70 Ton Boxcars bearing the reporting marks and road numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

Lessor: NORRAIL, INC.

By: [Signature]

Its: [Signature]

By: [Signature]

Its: V.P. SARAS

Lessee: OUACHITA RAILROAD INC.

By: [Signature]

Its: President

By: _____

Its: _____

STATE OF ARKANSAS

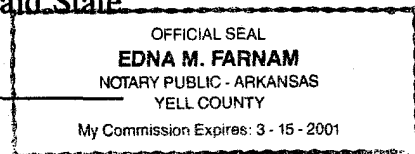
COUNTY OF YELL

On this 11th day of June, 1997, before me personally came William K. Robbins to me known, who, being by me duly sworn, did depose and say that he is the President of Quachita Railroad Co., a Arkansas corporation, and he acknowledged to me that he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.

Edna M. Farnam
Notary Public in and for said State

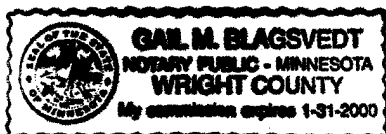
My commission expires:



STATE OF Minnesota
COUNTY OF Wright

On this 16th day of June, 1997, before me personally came Robert D. Johnson to me known, who, being by me duly sworn, did depose and say that he is the President of NorRail, Inc., a Minnesota corporation, and he acknowledged to me that he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.



Gail M. Blagsvedt
Notary Public in and for said State

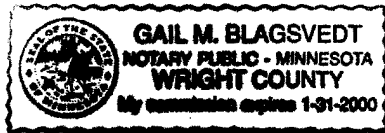
My commission expires: 1-31-2000

STATE OF MINNESOTA

COUNTY OF WRIGHT

On this 16th day of June, 1997 before me personally came L. Lee Shubbe to me known, who, being by me duly sworn, did depose and say that he is the V.P. - Sales of Non Rail, Inc., a Minnesota corporation, and he acknowledged to me that he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.



Gail M. Blagsvedt
Notary Public in and for said State

My commission expires: 1-31-2000

Exhibit A

OUACHITA RAILROAD

<u>ORIG CAR #</u>	<u>NEW CAR #</u>	<u>ORIG CAR #</u>	<u>NEW CAR #</u>
ALAB013000	OUCH013000	ALAB013053	OUCH013053
ALAB013003	OUCH013003	ALAB013054	OUCH013054
ALAB013004	OUCH013004	ALAB013056	OUCH013056
ALAB013007	OUCH013007	ALAB013057	OUCH013057
ALAB013011	OUCH013011	ALAB013058	OUCH013058
ALAB013012	OUCH013012	ALAB013059	OUCH013059
ALAB013014	OUCH013014	ALAB013061	OUCH013061
ALAB013017	OUCH013017	ALAB013064	OUCH013064
ALAB013018	OUCH013018	ALAB013066	OUCH013066
ALAB013019	OUCH013019	ALAB013068	OUCH013068
ALAB013020	OUCH013020	ALAB013070	OUCH013070
ALAB013021	OUCH013021	ALAB013072	OUCH013072
ALAB013022	OUCH013022	ALAB013073	OUCH013073
ALAB013023	OUCH013023	ALAB013074	OUCH013074
ALAB013024	OUCH013024	ALAB013075	OUCH013075
ALAB013025	OUCH013025	ALAB013076	OUCH013076
ALAB013027	OUCH013027	ALAB013078	OUCH013078
ALAB013029	OUCH013029	ALAB013079	OUCH013079
ALAB013030	OUCH013030	ALAB013080	OUCH013080
ALAB013031	OUCH013031	ALAB013081	OUCH013081
ALAB013032	OUCH013032	ALAB013082	OUCH013082
ALAB013033	OUCH013033	ALAB013083	OUCH013083
ALAB013036	OUCH013036	ALAB013087	OUCH013087
ALAB013038	OUCH013038	ALAB013088	OUCH013088
ALAB013039	OUCH013039	ALAB013089	OUCH013089
ALAB013040	OUCH013040	ALAB013091	OUCH013091
ALAB013044	OUCH013044	ALAB013094	OUCH013094
ALAB013046	OUCH013046	ALAB013095	OUCH013095
ALAB013047	OUCH013047	ALAB013096	OUCH013096
ALAB013048	OUCH013048	ALAB013097	OUCH013097
ALAB013049	OUCH013049	ALAB013098	OUCH013098
ALAB013051	OUCH013051		
ALAB013052	OUCH013052		